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Dept. of Commerce Div. of Securities

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Attorneys for Respondents Elan Sassoon,  
Jason Goldberg and Skyline Entertainment, Inc.

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**DIVISION OF SECURITIES DEPARTMENT OF COMMERCE  
STATE OF UTAH**

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IN THE MATTER OF:  
SKYLINE ENTERTAINMENT FINANCING  
IV, INC., SKYLINE ENTERTAINMENT,  
BRIAN BYER, ELAN SASSOON, JASON  
GOLDBERG, ROBERT O'BRIEN,  
DOUGLAS A. RAWLINGS, and CHRIS  
RAWLINGS,

Respondents.

**DECLARATION OF  
JASON GOLDBERG**

Case No. 970076

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I, JASON GOLDBERG, declare and state as follows:

1. I am a resident of Los Angeles, California, and am providing this declaration in support of the motion to set aside the default Cease and Desist Order entered on March 19, 1998 as to Elan Sassoon, Skyline Entertainment, Inc. and myself. I have personal knowledge of the matters set forth below and if called to testify thereto I could and would so testify.

2. Elan Sassoon is the founder of respondent Skyline Entertainment, Inc. (incorrectly identified as Skyline Entertainment in the Cease and Desist Order), which was formed to produce motion pictures. Elan Sassoon and I were co-owners of Skyline Entertainment, Inc. We are also co-owners of Sassoon/Goldberg Productions, LLC., a production company.

3. At all times, Skyline Entertainment Financing IV, Inc. was a separate entity from Skyline Entertainment, Inc., and was not owned, controlled or operated by me, Elan Sassoon or Skyline Entertainment, Inc. Skyline Entertainment, Inc., Elan Sassoon and I were never involved in the offering, marketing, or sale of stock in Skyline Entertainment Financing IV, Inc. Further, Skyline Entertainment, Inc. has never offered, marketed or sold stock of its own, or of any other company.

4. On or about October 15, 1997, Skyline Entertainment, Inc. entered into a financing agreement ("Financing Agreement") with Skyline Entertainment Financing IV, Inc. whereby Skyline Entertainment Financing IV, Inc. was to provide Skyline Entertainment, Inc. up to \$2.4 million towards the development and production of films then-entitled "Lunchtime Special," "Love Lies Bleeding," and "Great Jones Street," and development of up to two other projects. A true and correct copy of the Financing Agreement is attached hereto as Exhibit "D."

5. Skyline Entertainment Financing IV, Inc. failed to honor its agreement, and Skyline Entertainment, Inc.'s business relationship with Skyline Entertainment Financing IV, Inc. was terminated in or about June/July of 1998.

6. Through our production companies, Sassoon/Goldberg Productions and Skyline Entertainment, Inc., Elan Sassoon and I produced motion pictures. Elan Sassoon and I produced seven films prior to Skyline Entertainment, Inc. executing the financing agreement with Skyline Entertainment Financing IV, Inc. on October 15, 1997. Such films included films chosen for competition at the Sundance and Cannes film festivals.

7. In connection with the Financing Agreement, and despite Skyline Entertainment Financing IV, Inc.'s failure to perform, "Lunchtime Special" and "Love Lies Bleeding" were produced. "Great Jones Street" was not.

8. Skyline Entertainment, Inc. has ceased business as of September/October of 1998. I still produce films, but separate and apart from Skyline Entertainment, Inc. or Sassoon/Goldberg Productions. I am also pursuing other business opportunities, none of which involve the sale or marketing of securities.

9. On or about February 2, 1998, I received a copy of the Division of Securities of the Utah State Department of Commerce's Emergency Cease and Desist Order issued on January 28, 1998. I contacted Elan Sassoon on or about February 2, 1998, and he informed me that he had spoken with Chris Rawlings of Skyline Entertainment Financing IV, Inc. and its retained counsel, and that they had indicated to Mr. Sassoon that the counsel would appear at the scheduled hearing on February 26, 1998, and that he would inform the Division of Securities that Elan Sassoon, Skyline Entertainment, Inc. and I were not involved in the allegations raised by Division of Securities in that order.

10. I was not aware that a default Cease and Desist Order was entered on March 19, 1998, or that no one had appeared in response to the Emergency Cease and Desist Order, until February/March of 1999, when Elan Sassoon's newly-retained legal counsel (Wehner and Perlman LLP) investigated the records in the Division of Securities, and discovered the default Order as to Elan Sassoon, Skyline Entertainment, Inc. and myself (as well as other respondents).

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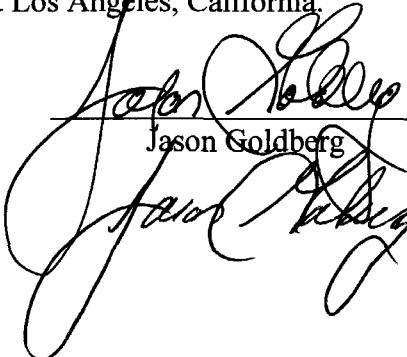
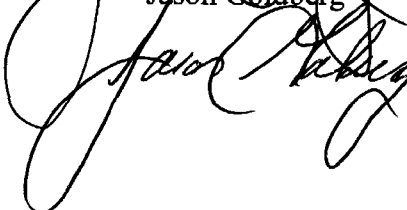
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11. Any representations made by Brian Byer, Robert O'Brien, Douglas Rawlings and/or Chris Rawlings (either orally or in offering materials created and distributed by them) are not attributable to me because they had no authorization to act on my (or Skyline Entertainment, Inc.'s) behalf.

I hereby declare under penalty of perjury under the laws of the State of Utah that the foregoing is true and correct.

Executed this 17th day of June, 1999, at Los Angeles, California.

 6/17/99  
Jason Goldberg  
 6/17/99

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

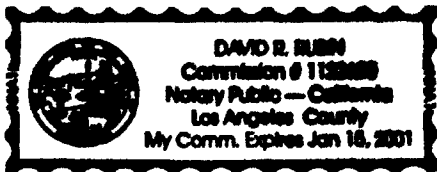
State of California

County of Los Angeles

On June 17, 1999 before me, David R. Rubin, Notary Public,  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Jason Goldberg,  
Name(s) of Signer(s)

☒ personally known to me – OR – ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

David R. Rubin  
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Declaration

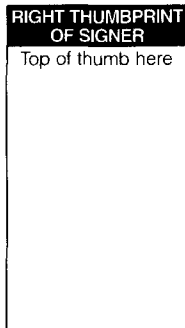
Document Date: June 17, 1999 Number of Pages: 4

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer(s)

Signer's Name: Jason Goldberg

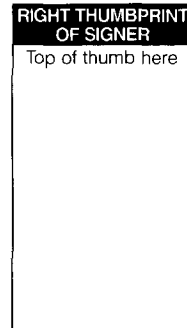
- ☒ Individual  
☐ Corporate Officer  
Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney-in-Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_



Signer Is Representing:  
~~Skyline Entertainment~~  
Self

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer  
Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney-in-Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_



Signer Is Representing:  
\_\_\_\_\_  
\_\_\_\_\_

**CERTIFICATE OF SERVICE**

I hereby certify that on this 21<sup>st</sup> day of June, 1999, I caused a true and correct copy of the foregoing **DECLARATION OF JASON GOLDBERG** to be mailed through United States mail, postage prepaid, to the following:

David H. T. Wayment, Esq.  
Department of Commerce  
160 East 300 South, 2<sup>nd</sup> Floor  
Salt Lake City, Utah 84111

R. Paul Allred, Esq.  
Attorney General's Office  
160 East 300 South, Suite 600  
Salt Lake City, Utah 84114

Shauna Hensel